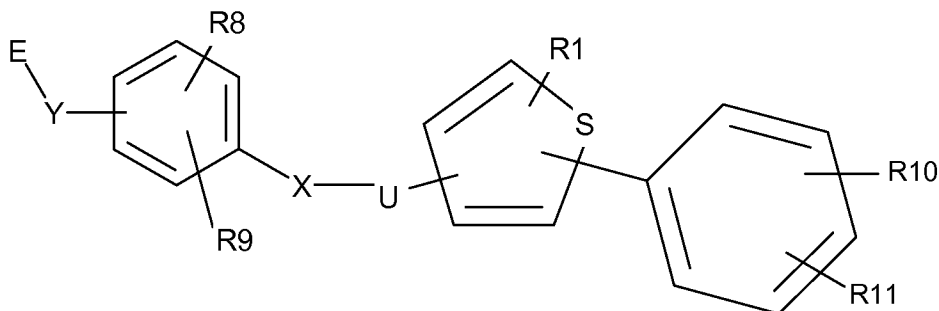


Amendments to the Claims

What is claimed is:

1. (Canceled)
2. (Canceled)
3. (Canceled)
4. (Currently Amended) A compound of the Formula I:



~~And/or~~ stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

- (a) R1 is selected from the group consisting of hydrogen, C₁-C₈ alkyl, C₁-C₈ alkenyl, phenyl, , and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and wherein C₁-C₈ alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C₁-C₈ alkenyl, phenyl, , and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, are each optionally substituted with from one to three substituents independently selected from R2;
- (b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl-COOR₁₂, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₁₋₄-alkyl, C(O)R₁₃, COOR₁₄, OC(O)R₁₅, OS(O)₂R₁₆, N(R₁₇)₂, NR₁₈C(O)R₁₉, NR₂₀SO₂R₂₁, SR₂₂, S(O)R₂₃, S(O)₂R₂₄, and S(O)₂N(R₂₅)₂; R₁₂, R₁₃, R₁₄, R₁₅, R₁₆, R₁₇, R₁₈, R₁₉, R₂₀, R₂₁, R₂₂, R₂₃, R₂₄ and R₂₅ are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl;
- (c) R₂, R₂₆, R₂₇, R₂₈, and R₃₁ are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-

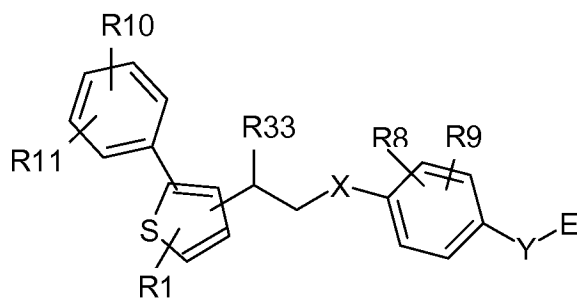
COOR12, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryloxy, aryl-C₀₋₄-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, OC(O)R15, OS(O)₂R16, N(R17)₂, NR18C(O)R19, NR20SO₂R21, SR22, S(O)R23, S(O)₂R24, and S(O)₂N(R25)₂;

- (d) X is O;
- (e) U is an aliphatic linker;
- (f) Y is selected from the group consisting of C, O, S, NH and a single bond;
- (g) E is C(R3)(R4)A or A and wherein
 - (i) A is selected from the group consisting of carboxyl, , C₁-C₆ alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, and acylsulfonamide are each optionally substituted with from one to two groups independently selected from R⁷;
 - (ii) each R⁷ is independently selected from the group consisting of hydrogen, C₁-C₆ haloalkyl, aryl C₀-C₄ alkyl and C₁-C₆ alkyl;
 - (iii) R3 is selected from the group consisting of hydrogen, C₁-C₅ alkyl, and C₁-C₅ alkoxy; and
 - (iv) R4 is selected from the group consisting of H, C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and R3 and R4 are optionally combined to form a C₃-C₄ cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26; with the proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl; ~~with the additional proviso that when R1 is C₁-C₈ alkyl, Y is in a para substituted position with relation to X, X is S, and U is optionally substituted methylene, then R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀-C₄ alkyl;~~
- (h) R8 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, and halo;
- (i) R9 is selected from the group consisting of hydrogen, C₁-C₄ alkyl, C₁-C₄ alkylenyl, halo, aryl-C₀-C₄ alkyl, , C₁-C₆ allyl, and OR29, and wherein aryl-C₀-C₄ alkyl are

- each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C₁-C₄ alkyl;
- (j) R10, R11 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR12'', C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkyloxy, C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)₂R16', N(R17')₂, NR18'C(O)R19', NR20'SO₂R21', SR22', S(O)R23', S(O)₂R24', and S(O)₂N(R25')₂; and wherein aryl-C₀₋₄-alkyl, aryl- C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, and C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl are each optionally substituted with from one to three independently selected from R28; and
- (k) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C₁-C₆ alkyl and aryl.
- (+).
5. (Withdrawn) A compound as claimed by any one of Claims 1 through 4 wherein X is -O-.
 6. (Withdrawn) A compound as claimed by any one of Claims 1 through 4 wherein X is -S-.
 7. (Currently amended) A compound as claimed by ~~Claim 1~~ Claim 4 wherein R4 is selected from the group consisting of C₁-C₅ alkoxy, aryloxy, and arylC₀₋₄ alkyl.
 8. (Currently amended) A compound as claimed by ~~Claim 2~~ Claim 4 wherein Y is O.
 9. (Previously Presented) A compound as claimed by Claim 7 wherein Y is C.
 10. (Previously Presented) A compound as claimed by Claim 7 wherein Y is S.
 11. (Currently amended) A compound as claimed by ~~any one of Claims 1 through Claim 4~~ Claim 4 wherein E is C(R3)(R4)A.
 12. (Previously Presented) A compound as claimed by Claim 11 wherein A is carboxyl.
 13. (Currently amended) A compound as claimed by ~~Claim 2~~ Claim 4 wherein R1 is H.
 14. (Previously Presented) A compound as claimed by Claim 13 wherein A is COOH and R1 is H.

15. (Previously Presented) A compound as claimed by Claim 14 wherein R10 is haloalkyl.
16. (Previously Presented) A compound as claimed by Claim 11 wherein R10 is CF₃.
17. (Previously Presented) A compound as claimed by Claim 14, wherein R10 is haloalkyloxy.
18. (Currently Amended) A compound as claimed by ~~Claim 5~~ Claim 4 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C₁-C₆ alkyl, C₁-C₆ alkyl-COOR¹², C₁-C₆ alkoxy, C₁-C₆ haloalkyl, and C₁-C₆ haloalkyloxy.
19. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 5~~ wherein R10 is selected from the group consisting of C₃-C₇ cycloalkyl, aryl-C₀₋₄-alkyl, aryl-C₁₋₄-heteroalkyl, heteroaryl-C₀₋₄-alkyl, C₃-C₆ cycloalkylaryl-C₀₋₂-alkyl, and aryloxy.
20. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 5~~ wherein R8 and R9 are each independently selected from the group consisting of hydrogen and C₁-C₃ alkyl.
21. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 5~~ wherein R3, and R4 are each independently selected from the group consisting of C₁-C₂ alkyl.
22. (Previously Presented) A compound as claimed by Claim 11 wherein R3, and R4 are each independently selected from the group consisting of hydrogen and C₁-C₂ alkyl.
23. (Withdrawn) A compound as claimed by Claim 6, wherein X-U is optionally substituted -S(CH₂)₂.
24. (Previously Presented) A compound as claimed by Claim 11 wherein U is C₁-C₃ alkyl.
25. (Original) A compound as claimed by Claim 24 wherein U is saturated.
26. (Withdrawn) A compound as claimed by Claim 24, wherein U is substituted with C₁-C₃ alkyl.
27. (Withdrawn) A compound as claimed by Claim 24, wherein U is substituted with arylC₁-C₄alkyl.

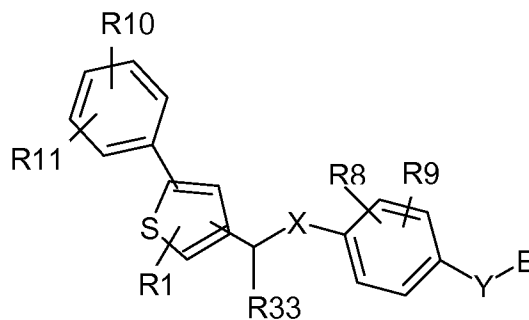
28. (Withdrawn) A compound as claimed by Claim 24 wherein one carbon of the U group is replaced with an -O-.
29. (Previously Presented) A compound as claimed by Claim 11 wherein R1 is phenyl.
30. (Withdrawn) A compound as claimed by Claim 11 represented by the following Structural Formula II:



wherein R33 is selected from

the group consisting of hydrogen, C₁-C₃ alkyl, and arylC₀-C₄ alkyl.

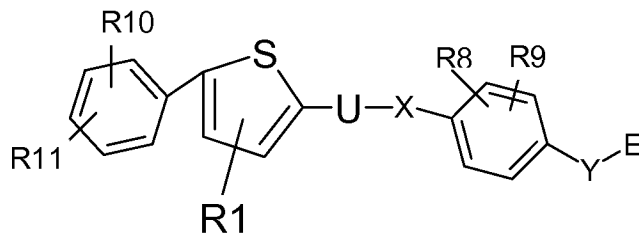
31. (Withdrawn) A compound as claimed by Claim 30 wherein R33 is arylC₁-C₄ alkyl.
32. (Withdrawn) A compound as claimed by Claim 11 represented by the



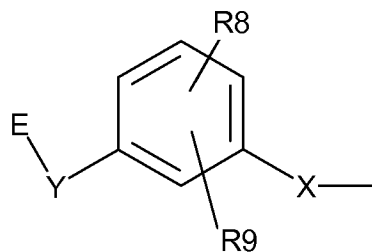
following Structural Formula III:

R33 is selected from the group consisting of hydrogen, C₁-C₃ alkyl, and arylC₀-C₄ alkyl.

33. (Previously Presented) A compound as claimed by Claim 11 represented by the following Structural Formula IV:



34. (Previously Presented) A compound as claimed by Claim 11 wherein the



headpiece of Formula I is:

35. (Previously Presented) A compound as claimed by Claim 11 wherein R4 is selected from the group consisting of C₁-C₅ alkyl, C₁-C₅ alkoxy, aryloxy, C₃-C₆ cycloalkyl, and aryl C₀-C₄ alkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26.
36. (Currently Amended) A compound as claimed by Claim 4 ~~Claim 5~~ wherein E is C(R3)(R4)A.
37. (Previously Presented) A compound as claimed by Claim 6 wherein A is COOH.
38. (Withdrawn) A compound as claimed by Claim 1, wherein the compound is selected from the group consisting of (2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, (2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, 3-(2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenyl)-propionic acid, and (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic.
39. (Withdrawn) A compound as claimed by Claim 1 that is (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic.
40. (Currently Amended) A compound as claimed by ~~Claim 1~~ Claim 4 wherein the compound is selected from the group consisting of

| Compound | Name |
|----------|---|
| | 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid |
| | 3-{2-Methyl-4-[3-phenyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid |
| | 3-{4-[3,5-Bis-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-2-methyl-phenyl}-propionic acid. |
| | |
| | |
| | |
| | |
| | |

41. (Currently Amended) A compound as claimed by ~~Claim 1~~ Claim 4 -which is 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid.
42. (Previously Presented) A compound as claimed by Claim 11 which is the S conformation.
43. (Previously Presented) A compound as claimed by Claim 11 which is the R conformation.
44. (Previously Presented) A pharmaceutical composition, comprising as an active ingredient, at least one compound as claimed by Claim 11 together with a pharmaceutically acceptable carrier or diluent.
45. (Cancel)

46. (Previously Presented) A method of treating diabetes mellitus in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound of Claim 11.
47. (Previously Presented) A method of treating Metabolic syndrome in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 11.
48. (Previously Presented) A method of selectively modulating a PPAR delta receptor comprising administering a compound as claimed by Claim 11 to a mammal in need thereof.
49. (Cancel)
50. (Previously Presented) A method of treating atherosclerosis in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 11.
51. (Previously Presented) A method for treating or preventing the progression of cardiovascular disease in a mammal in need thereof comprising administering a therapeutically effective amount of a compound as Claimed by Claim 11.
52. (Original) A method as claimed by Claim 51 wherein the mammal is diagnosed as being in need of such treatment.
53. (Previously Presented) A method of treating arthritis in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound as claimed by Claim 11.
54. (Previously Presented) A method of treating demyelating disease in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound as claimed by Claim 11.
55. (Previously Presented) A method of treating inflammatory disease in a mammal, comprising the step of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound as claimed by Claim 11.
56. (Previously Presented) A method as claimed by Claim 53 wherein such mammal is diagnosed as being in need of such treatment.
57. (Previously Presented) A compound as claimed by Claim 11 for use as a pharmaceutical.

58. (Previously Presented) A compound as claimed by Claim 11 wherein the compound is radiolabeled.
59. (Canceled)
60. (Canceled)